

Jonathan E. Sommer (SBN 209179)
LUBIN OLSON & NIEWIADOMSKI LLP
The Transamerica Pyramid
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San Francisco, California 94111
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Attorneys for Defendant
BEIJING ASIACOM INFORMATION
TECHNOLOGY CO., LTD. erroneously sued as
BEIJING ASIACOM TECHNOLOGY CO., LTD.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

JINJU ZHANG, an individual,
Plaintiff,

v.

BELIN YUAN, an individual; HONG
LIN, an individual; CAMIWELL, INC., a
California corporation; CAMIWELL,
INC. (CANADA), a Canadian
corporation; BEIJING ASIACOM
TECHNOLOGY CO., LTD., a Chinese
corporation; ASIACOM AMERICAS,
INC., a Virginia corporation; BANK OF
AMERICA CORPORATION, a National
Association; and DOES 1 to 20, inclusive,

Defendants.

Case No. 5:23-cv-5818-CRB

**DECLARATION OF JONATHAN
SOMMER IN SUPPORT OF DEFENDANT
BEIJING ASIACOM INFORMATION
TECHNOLOGY CO., LTD.'S MOTION TO
DISMISS FOR LACK OF PERSONAL
JURISDICTION, INSUFFICIENT
SERVICE AND FAILURE TO STATE A
CLAIM**

Time: 10:00 a.m.
Date: April 5, 2024
Judge: Hon. Charles R. Breyer
Courtroom: 6—17th Floor

1 I, Jonathan Sommer, declare as follows:

2 1. I am a partner in the law firm of Lubin Olson & Niewiadomski LLP and
3 counsel of record for defendant Beijing Asiacom Information Technology Co., Ltd. (“Beijing
4 Asiacom”). I am familiar with and have personal knowledge of the matters set for in this
5 declaration, and, if called to do so, could and would testify competently thereto, except where I
6 state that my knowledge is based upon information and belief, and as to those matters, I
7 understand and believe them to be true.

8 2. Attached hereto as Exhibit 1 is a true and correct copy of the Complaint for
9 Direct and Derivative Claims for: 1. Breach of Fiduciary Duty; 2. Unfair Competition; 3.
10 Violation of Corporations Code §§ 1601 and 1062; and 4. Accounting that was filed by Plaintiff
11 in the Superior Court of the State of California for the County of Santa Clara on July 20, 2020.

12 3. The Court’s docket includes a Proof of Service alleging that Plaintiff’s
13 process server served summons on “Ying Ding—H.R. Manager” who is designated by law to
14 accept service of process on behalf of “Asiacom Americas Inc. on behalf of Beijing Asiacom
15 Technology Co. Ltd.” on February 7, 2024. A true and correct copy of the Proof of Service is
16 attached hereto as Exhibit 2.

17 4. Attached as Exhibit 3 is a true and correct copy of the Articles of
18 Incorporation of a Virginia Stock Corporation for Asiacom Americas Inc. filed on or about
19 November 26, 2018. Attached as Exhibit 4 is a true and correct copy of Stock Corporation—
20 Annual Report for Asiacom Americas Inc. filed on or about December 19, 2023. Both exhibits
21 show that Corporation Service Company is the registered agent for Asiacom Americas Inc.
22 Neither exhibit makes any reference to a person named Ying Ding. Both exhibits were
23 downloaded from the official website maintained by the State Corporation Commission of the
24 State of Virginia, available at this link: <https://cis.scc.virginia.gov/>

1 I declare under penalty of perjury under the laws of United States of America that
2 the foregoing is true and correct. Executed on February 28, 2024.

3
4 /s/ Jonathan Sommer

5 JONATHAN SOMMER
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EXHIBIT 1

E-FILED
7/20/2020 2:38 PM
Clerk of Court
Superior Court of CA,
County of Santa Clara
20CV368535
Reviewed By: L Del Mundo

ANDREW S. MACKAY, #197074
amackay@donahue.com
PADMINI CHERUVU, #301292
pcheruvu@donahue.com
DONAHUE FITZGERALD LLP
Attorneys at Law
1999 Harrison Street, 26th Floor
Oakland, California 94612-3520

Telephone: (510) 451-3300
Facsimile: (510) 451-1527

Attorneys for Plaintiff
JINJU ZHANG

SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF SANTA CLARA
UNLIMITED JURISDICTION

JINJU ZHANG, an individual;
Plaintiff,

v.

BENLIN YUAN, an individual; HONG
LIN, an individual; CAMIWELL INC., a
California corporation; and DOES 1 to 10,
inclusive,

Defendants.

Case No. 20CV368535

**COMPLAINT FOR DIRECT AND
DERIVATIVE CLAIMS FOR:**

- 1. Breach of Fiduciary Duty**
- 2. Unfair Competition**
- 3. Violation of Corporations Code
§§ 1601 and 1602**
- 4. Accounting**

DEMAND FOR JURY TRIAL

COMPLAINT

Plaintiff Jinju Zhang (“Zhang”) states and alleged on behalf of himself and derivatively on behalf of Camiwell, Inc. as follows for his Complaint against Defendants Benlin Yuan, an individual (“Yuan”), Hong Lin, an individual (“Lin”), Camiwell Inc., a California corporation (“Camiwell, Inc.”), and Does 1 to 10, inclusive (the “Does” and together with Yuan, Lin, and Camiwell, Inc., “Defendants”):

THE PARTIES

1. Zhang is, and at all times relevant to this action has been, an individual residing and conducting business in Santa Clara County, California. Zhang currently owns at least 35% of the shares of Camiwell, Inc.

2. Zhang is informed and believes, and based thereon alleges, that Yuan is, and at all times relevant to this action has been, an individual residing in Mississauga, Canada and conducting business in Santa Clara County, California. Yuan currently owns at most 40% of the shares of Camiwell, Inc. and, together with his wife Lin, controls 65% of Camiwell, Inc.

3. Zhang is informed and believes, and based thereon alleges, that Lin is, and at all times relevant to this action has been, an individual residing in Mississauga, Canada and conducting business in Santa Clara County, California. Lin currently owns at most 25% of the shares of Camiwell, Inc. and, together with her husband Yuan, controls 65% of Camiwell, Inc.

4. Zhang is informed and believes, and based thereon alleges, that Camiwell, Inc. is, and at all times relevant to this action has been, a corporation organized and existing under the laws of California and conducting business in Santa Clara County, California, with its principal office located in Santa Clara, California.

5. The Does are sued herein under fictitious names, and their true names and capacities are unknown to Zhang. When the Does' true names and capacities are ascertained, Zhang will amend this complaint by inserting their true names and capacities herein.

6. Zhang is informed and believe, and based thereon alleges, that each of the Does is responsible in some manner for the occurrences herein alleged and that Zhang’s damages as herein alleged were proximately caused by such Defendants.

8. This Court has jurisdiction over all causes of action asserted in this Complaint pursuant to the California Constitution, Article VI.

10. Venue is proper in the Santa Clara County because Camiwell Inc.'s principal place of business is in Santa Clara County and Yuan and Lin do business through Camiwell, Inc. in Santa Clara County. Most if not all of the material events in this matter relate to Defendants' actions which occurred substantially in Santa Clara County.

12. Camiwell, Inc., formerly Camiwell, LLC, is an information technology company based in Santa Clara, California and operated by Zhang and his wife. The officers are Zhang, Yuan, and Hui Sun (“Sun”). The directors and shareholders are Zhang, Yuan, and Lin. Yuan is a 40% shareholder, Zhang is a 35% shareholder, and Lin is a 25% shareholder. Lin and Yuan are married and therefore control 65% of Camiwell, Inc. together.

13. On or about September 16, 2014, Yuan organized Camiwell, LLC as a Delaware limited liability company. On September 19, 2014, Camiwell, LLC was also registered as a

1 foreign limited liability company doing business in California. Camiwell, LLC was later
2 converted to a corporation in California on June 8, 2018.

3 14. Camiwell, Inc. has also been registered to engage in business as a corporation in
4 Virginia.

5 15. Camiwell Inc. has a related entity, Camiwell Inc., that is located in Mississauga,
6 Ontario, Canada (“Camiwell Canada”). Camiwell Canada was incorporated by Yuan in Ontario in
7 December 2013. Camiwell Canada is owned exclusively by Yuan and Lin.

8 16. Camiwell, Inc. and Camiwell Canada are related as they perform the same
9 business services, share the same website, have substantially the same customers, and share the
10 same ownership (other than Zhang, who is only a shareholder of Camiwell, Inc.). Additionally,
11 Plaintiff believes that Camiwell, Inc. and Camiwell Canada utilize the same or substantially
12 similar employees.

13 17. Until the end of 2018, Camiwell Inc.’s main customer was Beijing Asiacom
14 Technology Co. Ltd. (“Asiacom”), which is a contractor for large Chinese technology companies.
15 Asiacom would subcontract their IT work to Camiwell, Inc., amounting to about 95% of
16 Camiwell Inc.’s business. Zhang believes that Yuan and/or his brother hold an ownership interest
17 in Asiacom.

18 18. Beginning in 2018, Yuan began negotiating with Asiacom regarding Asiacom’s
19 acquisition of Camiwell, Inc. Zhang did not become aware of this until around April or May
20 2018. Zhang and Yuan were ultimately unable to agree to the terms of the acquisition and the
21 acquisition fell through towards the end of 2018. After the acquisition fell through, Beijing
22 Asiacom entered the Canadian and US markets by merging with Camiwell Canada and creating
23 and operating Asiacom Americas Inc. in the United States (“Asiacom US”). Zhang believes that
24 Yuan and/or his brother have an equity interest in Asiacom US.

25 19. Around the same time that Asiacom US entered the Canadian and US markets,
26 Yuan began pushing Zhang to dissolve Camiwell, Inc. Zhang was suspicious of the dissolution
27 because he believed Yuan and Lin may be attempting to cut Zhang out of Camiwell, Inc. and
28 transfer all of Camiwell, Inc.’s assets and business to Asiacom US, a company in which Zhang

1 does not own an interest as outlined below, thereby depriving Zhang of money to which he would
2 be entitled as a shareholder.

3 20. Zhang believes that, since the acquisition with Asiacom fell through, Yuan and Lin
4 have been transferring Camiwell Inc.'s assets, including but not limited to, money, employees,
5 the lease for Camiwell Inc.'s office, and equipment, to Asiacom or Asiacom US, either directly or
6 through Camiwell Canada, for little or no consideration, and without Board of Director approval.
7 For example, on July 31, 2018, Yuan transferred \$92,000 from Camiwell, Inc. to Camiwell
8 Canada without any justification or explanation for the transfer. When Zhang asked about the
9 transfer, Yuan stated that it was for expenses, but did not provide a list of specific expenses or
10 proof of those expenses. Additionally, in January 2019, Camiwell, Inc.'s employees were
11 transferred to Asiacom or Asiacom US. On or about May 15, 2019, Yuan attempted to transfer
12 monies from the Camiwell, Inc. bank account to a third-party Hong Kong account without
13 permission or business purpose, and in July 2019, Camiwell Inc.'s lease for office space was
14 transferred to Asiacom or Asiacom US. As a result, at the end of 2018, Asiacom/Asiacom US
15 informed Zhang that it would no longer need Camiwell, Inc.'s services, effectively forcing
16 Camiwell, Inc. out of business.

17 21. In 2017, 2018, and 2019, Yuan provided financial information to the accountant to
18 file the company's tax returns. The numbers listed in the tax returns appear to be fraudulent and
19 Zhang never received financial documentation to support those numbers. For example, in 2018,
20 there are subcontractor costs of \$300,000 USD to Canada on the Camiwell, Inc. balance sheet
21 without any back up information ever provided to Zhang. In 2019, Camiwell, Inc. was essentially
22 not conducting any business related activities, but reported revenue increased while expenses
23 remained similar to 2018.

24 22. Due to Yuan's request to dissolve Camiwell, Inc. and Zhang's belief that Yuan and
25 Lin were transferring assets to Asiacom or Asiacom US, Zhang requested that Defendants
26 produce certain corporate documents for Zhang's review so that he could confirm the accuracy of
27 the financial information that Yuan was providing to Zhang. Defendants refused to produce the
28 requested documents.

1 23. In December 2018, Zhang hired an attorney, Stephen Lou of Lou Lawyers, to help
2 advise them about the possible dissolution of Camiwell, Inc. Mr. Lou sent multiple demand letters
3 to Defendants requesting that Defendants produce documents that Zhang, as a director and
4 shareholder, had a right to review. Defendants refused to produce the requested documents.

5 24. On February 26, 2020, after multiple requests for documents over more than one
6 year, Defendants produced certain documents. On March 23, 2020, Zhang's attorney sent a letter
7 to Defendants' attorney outlining the documents that were missing from the February 26, 2020
8 production. On March 27, 2020, Defendants' attorneys sent a letter refusing to produce additional
9 documents as Defendants believed the requested documents were beyond the scope of
10 information that a shareholder is entitled to inspect under California Corporations Code section
11 213, 1501, 1600, and 1603. To date, Defendants have failed to produce all of the documents
12 requested by Zhang to which he is entitled to inspect based on his rights as a director and
13 shareholder of Camiwell, Inc.

14 25. Due to Defendants' refusal to allow Zhang to review Camiwell, Inc.'s books and
15 records, Zhang cannot determine (1) the assets transferred from Camiwell, Inc. to Camiwell
16 Canada, Asiacom, or Asiacom US; (2) the accuracy of the financial information that has been
17 provided to them by Defendants; and (3) any outstanding money owed to and withheld from
18 Zhang.

19 26. Besides his formal demands to view Camiwell, Inc.'s books and records, Zhang
20 has not made any formal demands on Camiwell, Inc.'s Board of Directors to investigate and
21 prosecute the wrongdoings alleged herein because making a demand would be futile. The Board
22 of Directors consists of three people, with two being defendants and the third being Zhang.
23 Moreover, Yuan and Lin own 65% of the shares of stock in the Camiwell, Inc. with the other 35%
24 owned by Zhang.

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FIRST CAUSE OF ACTION

Derivative Claim for Breach of Fiduciary Duty

(Against Defendants Yuan, Lin, and Does 1 through 10)

27. Zhang restates and incorporates herein by this reference each and all of the allegations contained in the preceding paragraphs as though fully set forth herein.

28. Yuan, as an owner, officer, director, and shareholder of Camiwell, Inc., Lin, as a director and a shareholder of Camiwell, Inc., and Yuan and Lin as majority shareholders of Camiwell, Inc., owe fiduciary duties to Camiwell, Inc. and its shareholders, including Zhang.

29. Zhang is informed and believes, and based thereon alleges that Yuan and Lin breached their fiduciary duties to Camiwell, Inc. and its shareholders, including Zhang, through the actions alleged above, which include, but are not limited to, transferring Camiwell, Inc. assets and business to Asiacom US, a company in which Zhang does not own an interest, while attempting to dissolve Camiwell, Inc., thereby harming Camiwell, Inc. and depriving Zhang of money to which he would be entitled as a shareholder.

30. As a direct and proximate result of the breach of fiduciary duty committed by Yuan and Lin, Camiwell has been damaged in an amount to be proven at trial.

31. The aforementioned conduct was undertaken by Yuan and Lin with the intent to deprive Camiwell, Inc. of its legal rights or property or to otherwise cause injury. Yuan and Lin's acts constitute oppressive and malicious conduct, thereby justifying an award of exemplary and punitive damages in an amount to be determined at trial.

WHEREFORE, Zhang prays for judgment as hereinafter set forth.

SECOND CAUSE OF ACTION

Derivative Claim for Unfair Competition

(Against Defendants Yuan, Lin, and Does 1 through 10)

32. Zhang restates and incorporates herein by this reference each and all of the allegations contained in the preceding paragraphs as though fully set forth herein.

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1 40. Zhang has made repeated written demands on Camiwell, Inc. to make available for
2 inspections all of its books, records, and documents to that which he is entitled to inspect as a
3 shareholder and director of Camiwell, Inc.

4 41. Such documents related to (1) the assets transferred from Camiwell, Inc. to
5 Asiacom or Asiacom US; (2) the accuracy of the financial information that has been provided to
6 them; and (3) any outstanding money, including any shareholder distributions, owed to and
7 withheld from Zhang.

8 42. Despite the reasonable request for information, Camiwell, Inc. has refused to
9 produce all of the requested documents to which Zhang is entitled to inspect, instead stating that
10 some of the documents are outside the scope of information that Zhang is entitled to inspect under
11 California Corporations Code section 213, 1501, 1600, and 1603.

12 43. Zhang is informed and believes that, unless enjoined by order of the Court,
13 Camiwell, Inc. will continue to withhold material documents and information from Zhang. No
14 adequate remedy exists at law for the injuries alleged herein, and Zhang will suffer great and
15 irreparable injury if the wrongful conduct is not immediately enjoined and restrained.

16 44. Pursuant to California Corporations Code section 1603(a), Zhang is entitled to an
17 order from the Court requiring Camiwell, Inc. to produce its books and records for inspection by
18 Zhang.

19 45. Zhang is entitled to an award of costs and reasonable attorneys' fees under
20 California Corporations Code section 1604.

21 WHEREFORE, Zhang prays for judgment as hereinafter set forth.

22 **FOURTH CAUSE OF ACTION**

23 **Direct Claim for Accounting**

24 **(Against Camiwell, Inc. and Does 1 through 10)**

25 46. Zhang restates and incorporates herein by this reference each and all of the
26 allegations contained in the preceding paragraphs as though fully set forth herein.

27 47. Zhang is a current shareholder of Camiwell, Inc., and as such, is entitled to
28 shareholder distributions from Camiwell, Inc.

indirectly committing any violations of Business and Professions Code Section 17200 *et seq.*, including but not limited to, the violations alleged in this Complaint;

2. For compensatory damages in an amount to be proven at trial;

3. For costs of suit incurred herein.

4. For such other and further relief as this Court may deem just and proper

On the Third Cause of Action

1. For an order compelling Camiwell, Inc. to produce for inspection all books, records, and documents authorized by California Corporations Code sections 1601 and 1602;

2. For Zhang's attorneys' fees pursuant to Corporations Code section 1604;

3. For Zhang's costs of suit incurred herein pursuant to Corporations Code section 1604; and

4. For such other and further relief as this court may deem just and proper.

On the Fourth Cause of Action

1. For an accounting between Camiwell, Inc. and Zhang;

2. For payment over to Zhang of the amount due from Camiwell, Inc. as a result of the account;

3. For Zhang's attorneys' fees;

4. For costs of suit incurred herein; and

5. For such other and further relief as this court may deem just and proper.

Dated: July 20, 2020

DONAHUE FITZGERALD LLP

By: 

Andrew S. MacKay

Padmini Cheruvu

Attorneys for Plaintiff JINJU ZHANG

DEMAND FOR JURY TRIAL

Plaintiff Jinju Zhang demands a jury trial on all issues triable by right of jury.

Dated: July 20, 2020

DONAHUE FITZGERALD LLP



By: _____

Andrew S. MacKay
Padmini Cheruvu
Attorneys for Plaintiff JINJU ZHANG

EXHIBIT 2

AO 440 (Rev. 06/12) Summons in a Civil Action (Page 2)

Civil Action No. 5:23-cv-5818

PROOF OF SERVICE*(This section should not be filed with the court unless required by Fed. R. Civ. P. 4 (l))*

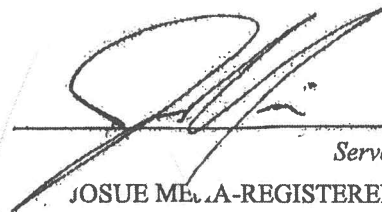
This summons for *(name of individual and title, if any)* ASIACOM AMERICAS INC on behalf of BEIJING ASIACOM TECHNOLOGY CO, LTD was received by me on *(date)* 02/06/2024.

- ☐ I personally served the summons on the individual at *(place)* _____ on *(date)* _____; or
- ☐ I left the summons at the individual's residence or usual place of abode with *(name)* _____, a person of suitable age and discretion who resides there, on *(date)* _____, and mailed a copy to the individual's last known address; or
- ☒ I served the summons on *(name of individual)* YING DING-H.R. MANAGER, who is designated by law to accept service of process on behalf of *(name of organization)* ASIACOM AMERICAS INC on behalf of BEIJING ASIACOM TECHNOLOGY CO, LTD on *(date)* Wed, Feb 07 2024; or
- ☐ I returned the summons unexecuted because: _____; or
- ☐ Other: _____; or

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ _____.

I declare under penalty of perjury that this information is true.

Date: 2/8/2024



Server's signature

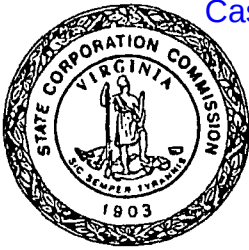
JOSUE MELANDEZ-REGISTERED PROCESS SERVER

Printed name and title

LEGAL PURSUIT INC @ 22 W. St. John Street # B, SAN JOSE, CA 95113

Server's address

EXHIBIT 3



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

November 26, 2018

BETH EPSTEIN
UCC RETRIEVALS, INC.
7288 HANOVER GREEN DR
MECHANICSVILLE, VA 23111

RECEIPT

RE: Asiacom Americas Inc.

ID: 0838201 - 2

DCN: 18-11-21-1232

Dear Customer:

This is your receipt for \$125.00, to cover the fees for filing articles of incorporation with this office.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of incorporation is November 26, 2018.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

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NEWCD
CISRXW

1811070150

1811070150

HOLD FOR PICK-UP

UCC RETRIEVALS, INC.
BETH EPSTEIN / TRACI GOODMAN / MARY COLLINS
7288 HANOVER GREEN DR.
MECHANICSVILLE, VA 23111
(804) 559.5919

STATE CORPORATION COMMISSION
1300 EAST MAIN STREET
RICHMOND VA 23209-1197

NOVEMBER 21, 2018

NEXT DAY EXPEDITE!!

DEAR SIRs,

PURSUANT TO INSTRUCTIONS OF COUNSEL, I ENCLOSE FOR FILING ON
BEHALF OF:

ASIACOM AMERICAS INC.

ARTICLES OF INCORPORATION

****PLEASE RETURN (1) CERTIFIED COPY OF THE ATTACHED FILING
(for foreign entities c/c the application only!)****

CHECK(S) IN PAYMENT OF THE REQUIRED FEES ARE ENCLOSED. I WOULD APPRECIATE YOU
TELEPHONING ME AT (804) 559-5919 IF THERE IS A PROBLEM WITH THIS FILING AND TO ADVISE ME
WHEN THE EVIDENCE IS AVAILABLE TO BE PICKED UP.

THANK YOU FOR YOUR ASSISTANCE IN THIS REGARD.

SINCERELY,
BETH EPSTEIN

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B711

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CWC
11/26/18

0838201-2



SCC21.2
(10/17)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
OFFICE OF THE CLERK
1300 E MAIN ST
RICHMOND, VA 23219
(804) 371-9733
1-866-722-2551 Toll-free in Virginia

Expedited Service Request Form

This form **MUST** be completed and placed on top of **EACH** document submission
(so it can be readily identified as a request for expedited review and processing).

Name of Corporation or Company (etc.): (Must be typed for Email option.) <div style="text-align: center;">ASIACOM AMERICAS INC.</div>		SCC ID No. (If known):	
Customer Contact Information: Name: <u>BETH EPSTEIN</u> Company: <u>UCC RETRIEVALS, INC.</u> Address: <u>7288 HANOVER GREEN DR.</u> <div style="display: flex; justify-content: space-between;"> <u>MECHANICSVILLE</u> (city or town) <u>VA</u> (state) <u>23111</u> (zip code) </div> Telephone: (<u>804</u>) <u>559</u> - <u>5919</u> ext <u>104</u> Email: _____		Send Evidence of Expedited Filing By: (Choose <u>one</u>) <input type="checkbox"/> Email (Only available for Categories A, C and D) <div style="border: 1px solid black; padding: 5px; margin: 5px 0;"> <p>Two typed originals of this form <u>must</u> be submitted for Email option. See "Return of Evidence" in the Instructions.</p> </div> <input checked="" type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.) <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail (Prepaid envelope required.) <input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex <small>(Completed waybill required. For Fed Ex, the waybill must be computer-generated with a barcode.)</small>	
~~ See Information & Instructions for description of Categories. ~~ Expedited Service Requested: <small>(mark service requested)</small>		FOR OFFICE USE ONLY *** Expedite Fee: 181121 1232	
<div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="checkbox"/> Category A Expedite Business Entity Document listed in Schedule A <input type="checkbox"/> Same Day Service (Received by 10:00 a.m.) \$ 200 <input checked="" type="checkbox"/> Next Day Service (Received by 2:00 p.m.) \$ 100 <input type="checkbox"/> Category B Preliminary Review of Document listed in Schedule A (2nd Business Day Service Only – Received by 2:00 p.m.) <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review (N/C) <input type="checkbox"/> Category C Expedite Business Entity Document listed in Schedule C (Next Day Service Only – Received by 2:00 p.m.) \$ 50 <input type="checkbox"/> Category D Expedite Application for Reinstatement (Next Day Service Only – Received by 2:00 p.m.) \$ 50 </div> <div> <small>*** (other fees may be needed – see footnote)</small> </div> </div>		<div style="display: flex; justify-content: space-between; align-items: center;"> <div> I/O <input type="checkbox"/> </div> <div style="border: 1px solid black; padding: 10px; width: 100px; text-align: center;"> </div> </div>	

*** Submit one payment for all applicable fees (e.g., charter/entrance, reinstatement, filing and expedite fees)

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

1811070150

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, NOVEMBER 26, 2018

The State Corporation Commission has found the accompanying articles submitted on behalf of
Asiacom Americas Inc.

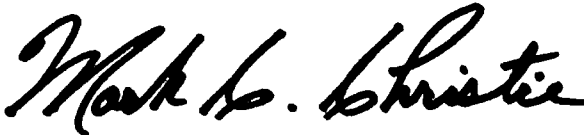
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective November 26, 2018.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Mark C. Christie
Commissioner



SCC619
(09/15)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF INCORPORATION
OF A VIRGINIA STOCK CORPORATION

Print Form

1811070150

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is

Asiacom Americas Inc. Non-dom

2. The corporation is authorized to issue 50,000 share(s) of common stock.

3. A. The name of the corporation's initial registered agent is

Corporation Service Company

F1473265

- B. The corporation's initial registered agent is (mark appropriate box):

an <u>individual</u> who is a resident of Virginia and <input type="checkbox"/> an initial director of the corporation. <input type="checkbox"/> a member of the Virginia State Bar.	OR	<input checked="" type="checkbox"/> a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.
--	----	---

4. A. The corporation's initial registered office address, including the street and number (if any), which is identical to the business office of the initial registered agent, is

100 Shockoe Slip 2nd Floor, Richmond

VA 23219

(number/street)

(city or town)

(zip)

- B. The registered office is located in the ☐ county or ☒ city of Richmond

5. (Optional) The corporation's principal office address, including the street and number (if any), is

(number/street)

(city or town)

(state)

(zip)

6. The initial directors are:

NAME(S)

ADDRESS(ES)

Ben Tao Yuan

52 Wellesley Drive

Longmeadow, MA 01106

Jiang Xu

Rm 808 Chuangfu Building, 18 Danling St

Haidian District, Beijing, China 100080

Feng Wang

Rm 808 Chuangfu Building, 18 Danling St

Haidian District, Beijing, China 100080

INCORPORATOR(S):

Rumeng Liu

SIGNATURE(S)

PRINTED NAME(S)

Telephone number (optional): _____

Personal Information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at www.scc.virginia.gov/clk.

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

EXHIBIT 4

Stock Corporation - Annual Report

Entity Information			
Entity Name:	Asiacom Americas Inc.		Entity Type: Stock Corporation
Entity ID:	08382012		Formation Date: 11/26/2018
Jurisdiction:	VA		
Status:	Active		
Total Shares:	50000		
Registered Agent Information			
RA Type:	Entity	RA Qualification:	BUSINESS ENTITY THAT IS AUTHORIZED TO TRANSACT BUSINESS IN VIRGINIA
Name:	CORPORATION SERVICE COMPANY	Registered Office Address:	100 Shockoe Slip Fl 2, Richmond, VA, 23219 - 4100, USA
Locality:	RICHMOND CITY		
Principal Office Address			
Address: 21400 Ridgetop Cir Ste 180, Sterling, VA, 20166 - 6510, USA			
Principal Information			
<input type="checkbox"/> No Officers: If the corporation does not have officers because an organizational meeting has not been held.			
<input type="checkbox"/> No Directors: If the corporation does not have directors because (i) initial directors were not named in the articles of incorporation and an organizational meeting of the corporation has not been held or (ii) the board of directors has been eliminated by a written agreement signed by all of the shareholders, or by the adoption of provision in the articles of incorporation or bylaws that was approved by all of the shareholders.			
Title	Director	Name	Address
	Yes	JIANG XU	RM 808 CHUANGFU BUILDING, 18 DANLING STREET, FOREIGN, FN, 99999 - 9999, USA
	Yes	BEN TAO YUAN	52 WELLESLEY DRIVE, LONGMEADOW, MA, 01106 - 0000, USA
	Yes	FENG WANG	RM 808 CHUANGFU BUILDING, 18 DANLING STREET, FOREIGN, FN, 99999 - 9999, USA
President	Yes	Ben Tao Yuan	21400 Ridgetop Cir Ste 180, Sterling, VA, 20166 - 6510, USA
Signature Information			
Date Signed: 12/19/2023			
Printed Name	Signature	Title	
Ben Tao Yuan	Ben Tao Yuan	President	